

02-270

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 08/22/2002 at 02:18PM File Number: 0000974206
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1) Application Purpose: Amendment	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number: 0000974206
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0004521944			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Lewis and Clark Communications, LLC			
13) Attention To: Don A. Adams			
14) P.O. Box:	And / Or	15) Street Address: 11400 SE 6th Street, Suite 100	
16) City: Bellevue	17) State: WA	18) Zip Code: 98004	
19) Telephone Number: (425)519-3988		20) FAX Number:	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0007447121			
24) First Name (if individual): Wayne	MI: M	Last Name: Perry	Suffix:
25) Entity Name (if not an individual): Perry, Wayne M			
26) P.O. Box: 645	And / Or	27) Street Address:	
28) City: Medina	29) State: WA	30) Zip Code: 98039	

31) Telephone Number: (541)330-9698	32) FAX Number:
33) E-Mail Address:	

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Thomas	MI:	Last Name: Gutierrez	Suffix:
35) Company Name: Lukas, Nace, Gutierrez & Sachs, Chartered			
36) P.O. Box:	And / Or	37) Street Address: 1111 19th Street, NW, Suite 1200	
38) City: Washington	39) State: DC		40) Zip Code: 20036
41) Telephone Number: (202)857-3500	42) FAX Number:		
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Individual			
45) FCC Registration Number (FRN): 0007447261			
46) First Name (if individual): Don	MI: A	Last Name: Adams	Suffix:
47) Entity Name (if other than individual):			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 11400 SE 6th Street, Suite 100	
53) City: Bellevue	54) State: WA		55) Zip Code: 98004
56) Telephone Number: (425)519-3988	57) FAX Number:		
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Thomas	MI:	Last Name: Gutierrez	Suffix:
60) Company Name: Lukas, Nace, Gutierrez & Sachs, Chartered			
61) P.O. Box:	And / Or	62) Street Address: 1111 19th Street, NW, Suite 1200	
63) City: Washington	64) State: DC		65) Zip Code: 20036
66) Telephone Number: (202)857-3500	67) FAX Number:		
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			

Gender:	Female:	Male:
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Assignor/Transferor Certification Statements

<p>(1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i>, 13 FCC Rcd. 6293 (1998).</p> <p>(2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p>(79) Typed or Printed Name of Party Authorized to Sign</p>
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Assignee/Transferee Certification Statements

First Name: Wayne		MI: M		Last Name: Perry		Suffix:	
(8) Title: Principal							
Signature: Wayne M Perry				(8) Date: 08/22/02			

<p>(1) The Assignee or Transferee certifies either (i) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i>, 13 FCC Rcd. 6293 (1998).</p>	<p>(2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.</p>	<p>(3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.</p> <p>*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.</p>	<p>(4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.</p>	<p>(5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p>(6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Dumping Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>	<p>(7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.</p>
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82) Typed or Printed Name of Party Authorized to Sign

First Name: Don		MI: A	Last Name: Adams	Suffix:
(83) Title: Principal				
Signature: Don A Adams		(84) Date: 08/22/02		
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSES OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a) AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>				

Authorizations To Be Assigned or Transferred

(85) Call Sign	KNLG911	AL
(86) Radio Service	KNLG913	AT
	KNLG932	AT
	WPOJ719	AT
	WPOJ770	AT
	KNLG924	AT
	WPQV413	AT
	WPQV414	AT
	WPQV415	AT
	WPQV418	AT
	KNLG926	AT
	KNLG929	AT
	WPOJ829	AT
	WPOJ831	AT
	WPOJ832	AT
	KNLF929	AT
(87) Location Number	(88) Path Number (Microwave only)	(89) Lower or Center Frequency (MHz)
		(90) Upper Frequency (MHz)
		(91) Constructed Yes / No
		Yes
		No
		Yes
		No
		No
		No
		No
		No
		No
		No
		No
		No
		No
		No
		Yes
		No
		Yes

WPQY420	AL	No
KNLF939	AL	Yes
KNLG219	AL	Yes
KNLG254	AL	Yes
KNLH231	AL	Yes
KNLG907	AL	No
KNLH455	AL	Yes
KNLG919	AL	No

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

No

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

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Attachment Type	Date	Description	Contents
Ownership	08/21/02	Ex 1: Description of Transaction/Transferee Qualifications	0177815962802464750055654.pdf
Other	08/22/02	Exhibit II - 47 C.F.R. 1.2111(a)	0177819702802464750055654.pdf
Other	08/22/02	Exhibit III - Request for Confidentiality	0177819722802464750055654.pdf

**Description of Transaction
& Qualifications of Transferee**

I. Introduction

By this application, Lewis and Clark Communications, LLC ("Lewis and Clark") seeks Commission consent to the transfer of control of Lewis and Clark due to an internal reorganization. Lewis and Clark is presently controlled by Wayne M. Perry. Upon reorganization, Lewis and Clark will be controlled by Don A. Adams and Darla Pomeroy. Lewis and Clark is the licensee of the following PCS licenses: ¹

Call Sign	Block	MHz	Market #	Market Name
KNLG907	F	10	BTA040	Big Spring, TX
KNLG219	F	10	BTA117	Du Bois, PA
KNLH231	F	10	BTA138	Fargo, ND
KNLF929	F	10	BTA003	Abilene, TX
KNLG911	F	10	BTA087	Clovis, NM
WPQY413	C	15	BTA087	Clovis, NM
WPOJ719	C	30	BTA113	Dickinson, ND
WPOJ770	C	15	BTA120	Dyersburg, TN
KNLG913	D	10	BTA121	Eagle Pass, TX
WPQY414	C	15	BTA121	Eagle Pass, TX
WPQY415	C	15	BTA124	ElCentro, CA
WPOJ829	C	30	BTA171	Great Falls, MT
KNLG919	E	10	BTA191	Hobbs, NM
KNLG254	F	10	BTA014	Anchorage, AK
KNLF939	F	10	BTA045	Bismark, ND
KNLH455	F	10	BTA463	Watertown, NY
WPOJ831	F	10	BTA228	Kennewick, WA
KNLG924	F	10	BTA264	Lubbock, TX
KNLG926	F	10	BTA296	Midland, TX
WPQY418	C	15	BTA296	Midland, TX
WPOJ832	C	30	BTA300	Missoula, MT
KNLG929	F	10	BTA327	Odessa, TX
WPQY420	C	15	BTA392	St. George, UT
KNLG932	F	10	BTA400	San Angelo, TX

Mr. Perry presently controls the subject licenses by virtue of having ultimate control of Lewis and Clark. Specifically, Mr. Perry holds 50.1 percent of the voting interest in Lewis and Clark, which assures that Mr. Perry has *de jure* and ultimate control in Lewis and Clark. Upon the transfer of Mr. Perry's voting interest in Lewis and Clark, Mr. Adams and Ms. Pomeroy will collectively hold 50.1 percent of the voting interest in Lewis and Clark. Thus, they will have ultimate control of Lewis and Clark.²

¹ Upon approval and consummation of the transfer of control, the license will continue to be subject to the Commission's installment payment plan with respect to the following licenses: KNLG907, KNLF929, KNLG911, KNLG924, KNLG926, KNLG929, and KNLG932.

² Each of Ms. Pomeroy and Mr. Adams also holds a 25.05% economic interest in Lewis and Clark.

II. Lewis and Clark's Ownership

A. General Information

Lewis and Clark is a limited liability company formed under the laws of the state of Washington. Its principal place of business is 11400 SE 6th Street, Suite 100, Bellevue, WA 98101.³

B. Members with 10 Percent or Greater Interest

Upon consummation of the subject transaction, the following members will have a 10 percent or greater interest (voting or equity) in the Assignee:

Name & Address: Darla Pomeroy ⁴
1519 Barley Mill Road
Wilmington, DE 19807
Citizenship: USA
Amount Held: 25.05% (Voting)
25.05% (Economic)

Name & Address: Don A. Adams ⁵
4411 164th Lane, SE
Issaquah, WA 98027
Citizenship: USA
Amount Held: 25.05% (Voting)
25.05% (Economic)

Name & Address: AT&T Wireless PCS, LLC.
7277 - 164th Street
Redmond, WA 98052
Organized: Delaware, USA
Amount Held: 49.9% (Voting) ⁶

3 Lewis and Clark does not own a 10 percent or more interest in any FCC regulated entity..

4 Ms. Pomeroy has a 50 percent voting interest and a 47.5 percent economic interest in Skagit Wireless, LLC. She does not have a 10 percent or more interest in any other FCC regulated entity.

5 See Lewis and Clark's FCC Form 602 on file with the FCC for a list of FCC regulated entities that Mr. Adams has a 10 percent or more interest.

6 Rather than provide a comprehensive list of all FCC-licensed entities in which AT&T Wireless PCS, LLC owns 10 percent or more of either voting or non-voting stock, as required by Section 1.2112(a)(6) of the Commission's rules, the parties to this application refer to AT&T Wireless PCS, LLC's FCC Form 602 on file with the Commission which sets forth all FCC-regulated entities that AT&T Wireless PCS, LLC has more than a 10 percent interest.

49.9% (Economic)

C. Controlling Interests

As explained in Section III, upon consummation of the subject transaction, Ms. Pomeroy and Mr. Adams will be the only "controlling interest" holders in Lewis and Clark, and will also have ultimate control in Lewis and Clark.

III. "Controlling Interest" Standard

A "controlling interest" includes individuals or entities, or groups of individuals or entities, that have control of the applicant under the principles of either *de jure* or *de facto* control.⁷ *De jure* control is 50.1 percent of the voting stock of a corporation or, in the case of a partnership, the general partners. *De facto* control is determined on a case-by-case basis, and includes the criteria set forth in *Ellis Thompson*.⁸ All officers and directors are also deemed to be a "controlling interest," regardless of whether they have *de facto* or *de jure* control.⁹

Ms. Pomeroy and Mr. Adams are the "controlling interest" holders in Lewis and Clark. Further, they both will have ultimate control over Lewis and Clark because, upon consummation of the transaction, they will own 50.1 percent of the Voting Interests in Lewis and Clark. Further, Ms. Pomeroy and Mr. Adams will be the only Management Members of Lewis and Clark and have the full power and authority to direct the property, business, and affairs of Lewis and Clark.

II. Lewis and Clark's Affiliates

To determine whether an applicant meets the eligibility criteria, the Commission attributes to the applicant its assets and revenues and also those of its "affiliates."¹⁰ For purposes of determining attributable affiliates, if the applicant or its controlling interest has either *de facto* or *de jure* control of an entity, that entity is an affiliate of the applicant for purposes of the Commission's eligibility rules, and its assets and revenues will be attributed to the applicant for the purposes of determining eligibility to hold a C and F Block license.¹¹

7 47 CFR § 1.2110(c)(2).

8 See *Ellis Thompson Corporation*, 9 FCC Rcd 7138, 7138-7139, ¶ 9 (1994) ("*Ellis Thompson*"), in which the Commission identified the following factors used to determine control of a business: (1) use of facilities and equipment; (2) control of day-to-day operations; (3) control of policy decisions; (4) personnel responsibilities; (5) control of financial obligations; and (6) receipt of monies and profits.

9 47 CFR § 1.2110(c)(2)(ii)(F).

10 An "affiliate" is defined as an individual or entity that "(i) directly or indirectly controls or has the power to control the applicant, or (ii) is directly or indirectly controlled by the applicant, or (iii) is directly or indirectly controlled by a third person or parties who are also controlled or have the power to control the applicant, or (iv) has an 'identity of interest' with the applicant." 47 C.F.R. § 24.720(l); see also 47 C.F.R. § 1.2110(c)(5) (same definition of affiliate).

11 Amendment of Part 1 of the Commission's Rules - Competitive Bidding Procedures, WT Docket

Mr. Adams' Attributable Affiliates:

1. Skagit Wireless, LLC
2. Cascade Wireless, LLC ("Cascade")¹²
3. Lewis and Clark

Ms. Pomeroy's Attributable Affiliates:

1. Skagit Wireless, LLC
2. Cascade Wireless, LLC¹³
3. Lewis and Clark

Other Attributable Affiliates¹⁴

1. THC of Tampa, Inc.
2. THC of Orlando, Inc.
3. THC of Melbourne, Inc.
4. THC of Houston, Inc.
5. THC of San Diego, Inc.
6. ABC Wireless, LLC
7. Indiana Acquisition, LLC
8. Wireless Acquisition, LLC
9. Royal Wireless, LLC
10. Zuma/Lubbock, Inc.
11. Zuma/Odessa, Inc.
12. Arnage Wireless, LLC
13. Panther Wireless, LLC
14. Sabre Wireless, LLC
15. Lone Star Wireless, LLC
16. Southwest Wireless, LLC

III. Designated Entity Status

No. 97-82, *Order on Reconsideration of the Third Report and Order, Fifth Report and Order, and Fourth Further Notice of Proposed Rule Making*, 15 FCC Rcd 15293, 15323-26, ¶¶ 58-67 (2000) ("Part 1 Fifth Report and Order"); see also *In the matter of Minnesota PCS Limited Partnership, Order*, DA 01-3024, § 9 (rel. Jan. 2, 2002).

12 Wayne M. Perry presently controls Cascade. However, upon internal reorganization, Cascade will be controlled by Mr. Adams and Ms. Pomeroy.

13 See fn 11, *supra*.

14 These entities are wholly-owned subsidiaries of Cascade; thus, they are attributable affiliates to Lewis and Clark.

Upon consummation of the internal reorganization, Lewis and Clark will continue to be eligible to control the entrepreneurial licenses currently held by them. Pursuant to Section 24.839(a)(2) of the Commission's rules, an assignment of C and F Block PCS licenses will be granted by the Commission if the proposed assignee meets the entrepreneurial eligibility requirements at the time the application is filed. 47 C.F.R. § 24.839(a)(2). Thus, the attributable entities set forth in Section IV must have average gross revenues of less than \$125 million in each of the last two years and have total assets of less than \$500 million at the time the assignment application is filed. 47 C.F.R. § 24.709(a)(1). As set forth below, the gross revenues and total assets for these entities demonstrate that as a result of the reorganization of Lewis and Clark, it will continue to satisfy Section 24.839(a)(2) and is therefore eligible to hold entrepreneurial licenses:

Entity	2000 Revenues	2001 Revenues	Average Revenues	Total Assets
Cascade Wireless, LLC	\$0.00	\$35,000.00	\$17,500.00	\$28,905,000.00
Don A. Adams (Controlling Interest)	\$0.00	\$0.00	\$0.00	\$0.00
Darla Pomeroy (Controlling Interest)	\$0.00	\$0.00	\$0.00	\$0.00
Skagit Wireless, LLC	*	\$0.00	\$0.00	\$0.00
ABC Wireless, LLC	\$78,944.00	\$151,632.00	\$115,288.00	\$36,067,000.00
Arnage Wireless, LLC	\$0.00	\$0.00	\$0.00	\$394,000.00
Indiana Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$10,599,000.00
Lonestar Wireless, LLC	\$23,677.00	\$10,929.00	\$17,303.00	\$5,023,000.00
Panther Wireless, LLC	\$0.00	\$0.00	\$0.00	\$5,707,000.00
Royal Wireless, LLC**	\$0.00	\$0.00	\$0.00	\$7,515,000.00
Sabre Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Southwest Wireless, LLC	\$9,573.00	\$1,721,054	\$865,313.50	\$385,000.00
THC of Houston, Inc.	\$0.00	\$0.00	\$0.00	\$7,214,000.00
THC of Melbourne, Inc.	\$0.00	\$0.00	\$0.00	\$1,031,000.00
THC of Orlando, Inc.	\$29,258.00	\$16,968.00	\$23,113.00	\$3,86,000.00
THC of San Diego, Inc.	\$2,230,113.00	\$2,684,942.00	\$2,457,527.50	\$13,686,000.00
THC of Tampa, Inc.	\$0.00	\$0.00	\$0.00	\$5,535,000.00
Wireless Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$10,563,000.00
Lewis and Clark Communications, LLC	\$0.00	\$11,150,000.00	\$5,575,000.00	\$23,069,200.00
TOTAL	\$2,371,565.00	\$15,770,525.00	\$9,071,045.00	\$51,974,200.00

The above financial figures are based upon audited financial statements for the most recently completed calendar years. 47 C.F.R. § 24.720(f).

*Entity was not in existence during the subject calendar year.

**Includes Zuma/Lubbock, Inc. and Zuma/Odessa, Inc., its wholly-owned subsidiaries.

Qualifications as a Very Small Business - As demonstrated below, Lewis and Clark continues to qualify as a "very small business" because it is an entity that has attributable average annual gross revenues that are less than \$15 million for the last three calendar years (1998, 1999, 2000). See 47 C.F.R. § 24.720(b)(2). Hence, this transaction is not subject to the Commission's unjust enrichment provisions set forth in 47 C.F.R. § 1.2111(b) and (c). The gross revenues and total assets attributable to Lewis and Clark computed in accordance with sections 24.709, 24.720(b) and 1.2110(b)(4) of the Commission's rules are as follows:

FCC Form 603
Exhibit 1

Entity	1999 Revenues	2000 Revenues	2001 Revenues	Average Revenues
Cascade Wireless, LLC	*	\$0.00	\$35,000.00	\$17,500.00
Don A. Adams (Controlling Interest)	\$0.00	\$0.00	\$0.00	\$0.00
Darla Pomeroy (Controlling Interest)	\$0.00	\$0.00	\$0.00	\$0.00
Skagit Wireless, LLC	*	*	\$0.00	\$0.00
ABC Wireless, LLC	\$0.00	\$78,944.00	\$151,632.00	\$76,858.67
Arnage Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Indiana Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Lonestar Wireless, LLC	\$0.00	\$23,677.00	\$10,929.00	\$11,535.33
Panther Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Royal Wireless, LLC**	\$0.00	\$0.00	\$0.00	\$0.00
Sabre Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Southwest Wireless, LLC	\$0.00	\$9,573.00	\$1,721,054	\$576,875.66
THC of Houston, Inc.	\$0.00	\$0.00	\$0.00	\$0.00
THC of Melbourne, Inc.	\$0.00	\$0.00	\$0.00	\$0.00
THC of Orlando, Inc.	\$0.00	\$29,258.00	\$16,968.00	\$15,408.67
THC of San Diego, Inc.	\$0.00	\$2,230,113.00	\$2,684,942.00	\$1,638,351.60
THC of Tampa, Inc.	\$0.00	\$0.00	\$0.00	\$0.00
Wireless Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Lewis and Clark Communications, LLC	*	\$0.00	\$11,150,000.00	\$5,575,000.00
TOTAL	\$0.00	\$2,371,565.00	\$15,770,525.00	\$7,911,529.00

The above financial figures are based upon audited financial statements for the most recently completed calendar years. 47 C.F.R. § 24.720(f).

*Entity was not in existence during the subject calendar year.

**Includes Zuma/Lubbock, Inc. and Zuma/Odessa, Inc., its wholly-owned subsidiaries.

Certification: Ms. Pomeroy certifies that the foregoing statement of gross revenues and total assets are accurate, to the best of her knowledge.

VI. Public Interest

The principal business Lewis and Clark is the operation of PCS facilities and the related provision of telecommunications services. Lewis and Clark hereby certifies that upon consummation of the reorganization of Lewis and Clark, it will continue to have the financial resources available to operate the facilities that are the subject of this application. Upon Commission approval, this transaction will facilitate the build-out of the subject BTAs. The public in the subject BTA markets will greatly benefit from the added competition that will result. In view of the above, the parties respectfully submit that the public interest, convenience and necessity would be served by grant of this assignment application.

VII Conclusion

As demonstrated herein, Lewis and Clark continues to be qualified legally, technically and financially to hold entrepreneurial licenses. Accordingly, grant of the instant application is consistent with public interest considerations.

47 C.F.R. 1.2111(a)

Pursuant to Section 1.2111(a) of the Commission's rules, the parties to the subject transaction hereby submits the following documents (attached as exhibits):¹

- (1) Redemption Agreement, dated as of July 17, 2002, among Wayne M. Perry, Don A. Adams, Darla Pomeroy, AT&T Wireless PCS, LLC, and Lewis and Clark Communications, LLC;²
- (2) Promissory Note, dated July 17, 2002, between Darla Pomeroy and Lewis and Clark Communications, LLC;
- (3) Promissory Note, dated July 17, 2002, between Don A. Adams and Lewis and Clark Communications, LLC;
- (4) Pledge Agreement, dated as of July 17, 2002, made by Darla Pomeroy in favor of Lewis and Clark Communications, LLC;
- (5) Pledge Agreement, dated as of July 17, 2002, made by Don A. Adams in favor of Lewis and Clark Communications, LLC;
- (6) Amended and Restated Pledge Agreement, dated as of July 17, 2002, made by Darla Pomeroy and Don A. Adams in favor of AT&T Wireless PCS, LLC.

¹ The parties have submitted a request for confidentiality with respect to these documents (see attached Exhibit III).

² We note that the Redemption Agreement references the Second Amended and Restated Limited Liability Company Agreement dated as of February 12, 2001. This document has already been submitted to the Commission pursuant to a request for confidential treatment. We further note that the Redemption Agreement includes the Third Amended and Restated Limited Liability Company Agreement as Exhibit A. This is only a contemplated form agreement. It is not a final agreement; thus, it is not being submitted at this time.

REQUEST FOR CONFIDENTIALITY
47 C.F.R. §§ 0.457(d) & 0.459

Pursuant to Section 0.459 of the Commission's Rules, the parties to this application request confidentiality with respect to the submission pursuant to Section 1.2111(a) of the Commission's rules those agreement described in Exhibit II (these agreements are attached as exhibits to the application).

The following information is submitted pursuant to Section 0.459(b) of the Commission's rules:

- (1) The Parties request that the Agreements attached herewith, specifically the consideration and related consideration details contained in the Agreement, be given confidential treatment.
- (2) The Agreements are submitted to the Commission pursuant to Section 1.2111(a) of the Commission's rules in association with the transfer of control application submitted herewith.
- (3) The consideration and related details contained in the Agreements are confidential commercial information which is routinely withheld from public inspection in accordance with Section 0.457(d) of FCC Rules.
- (4) Transactions involving the acquisition or transfer of control of FCC licenses, whether by purchase on the open market or via competitive bidding, are in a highly competitive environment. In particular the acquisition of Personal Communications Service (PCS) licenses is highly competitive in today's marketplace.
- (5) The consideration involving PCS licenses is information which would not customarily be released to the public. Due to the competitive environment of the marketplace, release of information relating to the consideration could substantially harm both parties in future negotiations involving the sale or purchase of PCS licenses.
- (6) In order to prevent unauthorized disclosure of the subject information, a copy of the Agreement was uploaded as confidential when filed with the applications on the ULS.
- (7) The subject information is not available to the public or any third parties.
- (8) Pursuant to Section 0.457(d) of the Commission's rules the subject material is not routinely available for public inspection and should continue to be withheld from public inspection at any time now or in the future.
- (2) Not Applicable